FORM D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

16.00

OMB Number: 3235-0076

Expires April 30, 2008

Estimated average burden

hours per response:

Prefix

07052060

Goldman Sachs Global Opportunities Fund Offshore, Ltd.: Ordinary Shares								
☐ Section 4(6) ☐ ULOE								
Telephone Number (including Area Code)								
(345) 945-7099								
Techone Number (Including Area Code)								
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VCIAL United the other (please specify)								
other (please specify)								
Exempted Limited Company								
☑ Actual ☐ Estimated								
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Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2-97) 1of 10



A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - * Each promoter of the issuer, if the issuer has been organized within the past five years;
 - * Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and								
* Each general and managing partner of partnership issuers.								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐	Director		General and/or Managing Partner					
Full Name (Last name first, if individual) Goldman, Sachs & Co.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
85 Broad Street, New York, New York 10004								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑	Director		General and/or Managing Partner					
Full Name (Last name first, if individual) Ennis, Frank								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑	Director		General and/or Managing Partner					
Full Name (Last name first, if individual) Perlowski, John M.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland			· · · · · · · · · · · · · · · · · · ·					
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐	Director		General and/or Managing Partner					
Full Name (Last name first, if individual) Regan, Eugene								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑	Director		General and/or Managing Partner					
Full Name (Last name first, if individual) Shubotham, David								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑	Director		General and/or Managing Partner					
Full Name (Last name first, if individual)								
Shuch, Alan A.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑	Director		General and/or Managing Partner					
Full Name (Last name first, if individual)								
Sotir, Theodore T.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland								

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Director ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Taylor, Caroline (Number and Street, City, State, Zip Code) Business or Residence Address Block D, Iveagh Court, Harcourt Road, Dublin 2, Ireland Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Beinner, Jonathan A. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Clark, James Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 Executive Officer General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Finkelstein, Sam Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 Beneficial Owner 🗹 Executive Officer Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Goss, Roberta (Number and Street, City, State, Zip Code) Business or Residence Address c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Johnson, Michael Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 Executive Officer Director General and/or Check Box(cs) that Apply: ☐ Promoter ☐ Managing Partner Full Name (Last name first, if individual) Kenny, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Sullivan, Christopher (Number and Street, City, State, Zip Code) Business or Residence Address c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Topping, Kenneth A. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman Sachs Asset Management, L.P., 32 Old Slip, New York, New York, 10005 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner □ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

Executive Officer

Director

General and/or

Managing Partner

Beneficial Owner

Business or Residence Address (Number and Street, City, State, Zip Code)

☐ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

Full Name (Last name first, if individual)

				B. IN	FORMAT	ION ABO	UT OFF	ERING					
							•	· - ·			Yes	No	
1. Has th	e issuer sole	d, or do <mark>e</mark> s th	e issuer int	end to sell,	to non-accre	edited inves	tors in this	offering?	*************	***************	☑		
			,	Answer also	in Append	ix, Column	2, if filing	under ULOI	Ξ.				
2. What is the minimum investment that will be accepted from any individual?										\$1,000,000*			
*The Issuer may accept subscriptions for Shares for lesser amounts at its discretion. 3. Does the offering permit joint ownership of a single unit?										Yes ☑	No		
commi If a pe or state	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name	(Last name	e first, if ind	ividual)										
Goldman.	Sachs & C	Co.											
		e Address (1	Number and	Street, City	y, State, Zip	Code)							
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Name of A	Associated E	Broker or Do	ealer										
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Business of	r Residence	e Address (?	Number and	Street, City	v. State, Zip	Code)							
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Name of A	Associated E	Broker or Do	ealer						••				
													
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	0	\$	0
	Equity (Ordinary Shares)	\$	339,800,497	\$	339,800,497
	☑ Common □ Preferred			•	
	Convertible Securities (including warrants)	\$_	0	\$	0
	Partnership Interests.	\$_	0	\$	0
	Other ()	\$_	0	\$	0
	Total	\$_	339,800,497	\$	339,800,497
	Answer also in Appendix, Column 3, if filing under ULOE.	_			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	_	98	\$	335,300,497
	Non-accredited Investors	_	7	\$	4,500,000
	Total (for filings under Rule 504 only)		N/A	\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			_	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of offering		Type of Security		Dollar Amount Sold
	Rule 505		N/A	\$	N/A
	Regulation A	_	N/A	\$ - \$	N/A
	Rule 504	_	N/A	\$ \$	N/A
	Total	_	N/A	\$- \$	
	10(a)	_	IN/A	.	N/A
t) t}	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of the expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$_	0
	Printing and Engraving Costs		Ø	\$	10,867
	Legal Fees		Ø	\$_	162,516
	Accounting Fees		0	\$	0
	Engineering Fees.			\$	0
	Sales Commissions (specify finders' fees separately)			\$	0
	Other Expenses (identify)			\$	0
	Total		Ø	\$_	162,516

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS								
	 b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 							339,637,981
5.	Indicate below the amount of the adjusted gross p to be used for each of the purposes shown. If the furnish an estimate and check the box to the lepayments listed must equal the adjusted gross proto Part C - Question 4.b. above.							
					Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees			\$_	0		\$_	0
	Purchase of real estate			\$_	0		\$_	0
	Purchase, rental or leasing and installation of mach	ninery and equipment		\$_	0		\$_	0
	Construction or leasing of plant buildings and facil	lities		\$	0		\$	0
	Acquisition of other businesses (including the val this offering that may be used in exchange for another issuer pursuant to a merger)	the assets or securities of		\$	0		\$	0
	Repayment of indebtedness			\$ - \$	0	. —	<u> </u>	0
	Working capital			•	0	. –	s –	0
	Other (specify): Investment Capital			*	0		s –	339,637,981
	Column Totals			\$_ \$_	0		\$_	339,637,981
	Total Payments Listed (column totals added)	☑ \$	339,63	37,98	1			
		D. FEDERAL SIGNATUR	RE					
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.								
Issu	er (Print or Type)	Signature			Date			
	dman Sachs Global Opportunities Fund	LM/			April <u> </u>			
	ne of Signer (Print or Type)	Title of Signer (Print of Type)			-		·	
Ric	nard Cundiff	Authorized Person						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

